

Bylaws of the Rotary Club of Gloucester Quays

Club bylaws supplement the Standard Rotary Club Constitution with common club practices.

Article 1 - Definitions

Board:	The board of Directors of this Club.
Club:	The Rotary Club of Gloucester Quays.
Director:	A director on the Club's Board.
District:	The division of Rotary International to which the Club belongs
Immediate Past President:	The person from whom the current President took over.
Junior Vice-President:	A person elected to become President after the current Senior Vice-President. This person is also sometimes referred to as the President Nominee.
Member:	A member, other than an honorary member, of the Club.
Quorum:	The minimum number of participants who must be present when a vote is taken: one-third of the Club's Members for Club decisions, a majority of the Directors for Board decisions and at least two Trustees for Trustees decisions.
RI:	Rotary International.
Treasurer:	The Director with primary responsibility to produce the Club accounts and arrange for their independent review as well as to manage the Club bank accounts.
Trustees:	Those appointed to have ultimate responsibility to the Charity Commission for the charitable activities and accounts of the Club.
Senior Vice-President:	A person elected to become President after the current President. This person is also sometimes referred to as the President-Elect
Year:	The 12-month period beginning 1 July.

Where a term is used and not defined in this document, the definition of that term, if any, in the constitution applies.

Article 2 - Board of Directors and Trustees

The governing body of the Club is its Board of Directors, consisting of, at a minimum, the President, Immediate Past President, President Elect (Senior Vice-President), President Nominee (Junior Vice-President), Secretary and Treasurer.

In addition to the Board, the Club will maintain a board of Trustees consisting of four Trustees. The Treasurer must always be a Trustee. At least two of the Trustees may not be members of the Board of Directors

Article 3 - Timetable in Preparation for Annual General Meetings

An annual general meeting of the Members of the Club (AGM) shall be held before the end of November every year. Where it is felt necessary or appropriate by the Board, the AGM may be held virtually.

A notice of AGM will be sent to all Members by 14th November every year and at least 10 days before the date of the meeting. That notice shall include:

- The date, time and venue for the AGM;
- Matters to be discussed at the AGM;
- Dues proposed by the Board for the following Year;
- A list of those standing for election as Directors;
- A list of Honorary Members to be re-elected or newly elected;
- The Club accounts for the previous financial Year carrying the signature of the Treasurer and the identity and signature of an independent reviewer; and
- The proposed financial forecast for the coming year.

By the end of October in any year, Members may put themselves forward to the Board for election as a Director and their name shall then be included in the notice of AGM. The foregoing shall not prevent the Board including further names on that notice subject to the approval of the Member concerned.

By the end of October in any year, Members may request topics to be discussed at the AGM and any such topic notified to the Board shall be included in the notice of AGM.

Article 4 - Annual General Meeting

At the AGM:

- the President is to give a report of the past Year;
- the Trustees are to give a report of the past Year;
- the matters set out on the notice of AGM will be discussed;
- the Members of the Club will be asked to approve or otherwise decide the dues to be payable by Members in the following Year;
- the Members of the Club will be asked to approve the accounts presented;
- Honorary Members will be elected or re-elected.
- the Senior Vice-President will announce the charity or charities that they nominate to support during their forthcoming Year as President; and

- the Directors of the Board shall be elected. Note that this election will take effect from the following 1st July.

If a Quorum is not present within 30 minutes of the appointed time for an AGM, a further AGM must be arranged by the Board to be held within 28 days with notice being given to Members at least 10 days before the new date.

Article 5 – Extraordinary General Meeting

The Club may hold an Extraordinary General Meeting (EGM) at any time proposed by the Board on giving no less than 14 days' notice to all Members of the date, time, place and matters to be discussed.

The Board will arrange an EGM and give notice as set out above if a written request is made to do so by no fewer than 10 Members. Such meeting is to be held within 28 days of such a request being made.

If a Quorum is not present within 30 minutes of the appointed time for an EGM requested by Members, a further EGM must be arranged by the Board to be held within 28 days with notice being given to Members at least 10 days before the new date.

Article 6 - Appointment of Directors and Trustees and Terms of Office

If any Director vacates their position, the remaining members of the Board will appoint a replacement. Directors must all be Members.

If any Trustee vacates their position, the Board will appoint a replacement subject to approval at the next AGM. The board of Trustees must always include at least one Trustee that is not a Director. Trustees must all be Members.

The term of office for each Director is one Year except that the posts of Secretary and Treasurer may be held for more than one Year, but no more than ten Years.

If no Senior Vice-President is elected, the Junior Vice-President may be elected as President. If no Senior Vice-President is elected and no Junior Vice-President is elected, the President's term is extended for one Year.

The term of office for Trustees is unlimited except that the Treasurer may not remain as Treasurer for more than ten Years. This will not prevent the Treasurer from continuing as a Trustee once no longer Treasurer. The same is true of the Secretary who may or may not be a Trustee.

Trustees and Directors, unless they resign, may only be removed from office by a vote at an AGM or EGM where a two-thirds majority of those voting approve the removal.

The maximum terms of appointment set out above shall be considered on the basis that posts were effectively created on registration of the Club with the Charity Commission on 16th November 2016.

Article 7 - Duties of the Directors

The Directors are collectively responsible for all Club activities.

The President presides at Club and Board meetings and acts as the Club's primary representative to the District.

The Immediate Past President serves as a Director on the Club Board.

The President Elect (Senior Vice-President) prepares for his or her Year in office, serves as a Director and presides at Club and Board meetings when the president is absent and acts as the Club's secondary representative to the District.

The President Nominee (Junior Vice-President) prepares for his or her Year in office and serves as a Director.

The Secretary is responsible for keeping membership and attendance records. He or she has oversight of membership and the activities of the membership committee.

The Treasurer oversees all funds and provides an account of them from time to time as required by the Board and/or the Articles and/or these Bylaws.

The Directors shall be required and empowered to vote for the election of District Governor on behalf of the Club.

The President may attend the Rotary national annual conference on behalf of the Club and/or may request another Director to attend.

Article 8 - Duties of the Trustees

Trustees are responsible for overseeing the collection and dissipation of charitable funds for the Club and for making reports as required by the Charity Commission.

Article 9 - Regular meetings

This Club meets on Tuesday mornings between 7.30am and 8.30am. The Club may choose not to meet during the school summer holidays and at other times as determined appropriate by the Board. Reasonable notice of any change or cancellation of the regular meeting will be given to all Club Members.

Attendance at meetings is central to Rotary membership. Nevertheless, this Club will take no action automatically on the failure of a member to attend meetings. If non-attendance is considered to be a problem, the Board will discuss the matter and the Immediate Past President or another officer nominated by the Board will contact the member concerned, primarily to enquire as to their welfare. In extreme circumstances, non-attendance may be considered by the Board as a ground for removal of a member from the Club.

Board meetings are held at least each quarter. Special meetings of the Board are called with reasonable notice by the President or upon the request of any two Directors. Trustees that are not Directors shall also receive advance notice of Board meetings and

are entitled to attend but not vote at them. Note the requirement of the constitution that written minutes of Board Meetings are circulated to all Members within 60 days.

Trustee meetings are to be held at least twice a year. Special meetings of the board of Trustees will be held on reasonable notice being given by any Trustee. The President shall be entitled to receive advance notice and attend but, unless he or she is a Trustee, not vote at Trustee meetings. Written minutes of Trustees' meetings are to be provided to the Board within 28 days of each meeting.

Article 10 - Dues

Club dues are to be agreed at an AGM and are paid monthly by all Members by standing order. Club dues include breakfast costs, RI per capita dues, subscriptions to an official magazine, District per capita dues, Club fees, and any other Rotary or District per capita assessment.

Article 11 - Committees

This Club's committees comprise those listed in article 11, section 7, of the Standard Rotary Club Constitution. In addition, committees may be formed by the Board from time to time to lead the organization of events and activities.

Unless the Board has formed committees otherwise, the following committees shall have the following constitution:

- (a) Club Administration is the President;
- (b) Membership is the Secretary and Membership Secretary (if any);
- (c) Public Image is the Secretary;
- (d) Rotary Foundation is the Secretary; and
- (e) Service Projects is the President.

Article 12 - Finances

The fiscal year is from 1 July to 30 June

Before each fiscal year starts, the Treasurer prepares and presents to the Board for approval, an annual budget of estimated income and expenditures.

The Treasurer deposits Club funds in a financial institution or institutions designated by the Board from time to time, divided into two accounts: one for Club operations and one for service projects (otherwise known as trust or charitable funds).

Bills and charitable donations are paid by the Treasurer or another authorized Director and approved by one other Director subject to such payment having been properly approved.

The Board may approve charitable donations and expenditure, consistent with the Object, up to a limit of £500 per payment. Any payment required beyond that must be

approved by a meeting of Members where a quorum is present and a majority of those voting agree.

A suitably qualified, independent person conducts a thorough annual review of all financial transactions. The Treasurer is expected to nominate such person and obtain Board approval for their appointment.

Article 13 - Method of Electing Members

Membership of the Club is by invitation only. Prospective members shall be welcomed at Club meetings to the extent considered reasonable by the Board.

Prior to being admitted as a Member, a person shall be invited to a meeting (which may be virtual) with the Senior Vice-President and a sponsor. At this meeting, those present will explain Rotary membership and the motivation of the prospective member and attempt to ascertain whether there is a good fit. Following that meeting, where appropriate, the Senior Vice-President shall inform the President of the suitability of the prospective member.

As appropriate, the President shall give one week's notice to the Members of the intended admission of the prospective member at the next business meeting of the Club and, unless there are objections, shall formally admit the prospective member at that meeting.

If a prospective member is not considered suitable by the Senior Vice-President or where there are objections to admission from Members, this shall be discussed at the next meeting of the Board.

Following admission, the sponsor will later act as a mentor to the new Member to help them integrate into the Club.

It shall be the responsibility of the Membership Committee to oversee the admission process and to provide information to Rotary International as required in order to register the new Member.

Article 14 - Honorary Membership

Any person may be proposed for honorary membership by the Board provided such proposal is supported by not less than two-thirds of the members of the Board.

The name of the proposed honorary member shall then be submitted to the next annual general meeting. If the proposal receives the support of not less than two-thirds of those present and entitled to vote then the person so proposed shall be declared to be elected immediately upon acceptance as hereinafter provided.

The Secretary shall in writing, invite the person so elected to accept honorary membership and at the same time explain the conditions of honorary membership. This communication to the person elected shall be the first intimation of the possibility of honorary membership. If the offer of honorary membership is accepted the President

shall make appropriate arrangements for introducing the honorary member at a regular meeting of the Club.

At each subsequent AGM, existing honorary members shall be put forward for re-election subject to a simple majority of those present and eligible to vote.

Article 15 - Amendments

These bylaws may be amended at any regular Club meeting. Changing the Club bylaws requires sending written notice to each Member 14 days before the meeting, having a Quorum present for the vote, and having two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

Formally adopted, following a general meeting of the club on

.....7.12.21..... [date]

..... [signed]
President